

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

Eric R. Bahe, Custodian, CGM Roth	)	
Conversion IRA,	)	
	)	
Plaintiff,	)	
	)	Civil Action No.
-against-	)	04-11195 (MLW)
	)	
Franklin/Templeton Distributors, Inc.,	)	
Frank T. Crohn, Burton J. Greenwald,	)	
Charles Rubens II, Leonard Rubin And	)	
William J. Lippman,	)	
	)	
Defendants,	)	
-and-	)	
	)	
Franklin Balance Sheet Investment Fund,	)	
	)	
Nominal Defendant.	)	

**MOTION OF DEFENDANTS**  
**FRANKLIN/TEMPLETON DISTRIBUTORS, INC.**  
**AND WILLIAM J. LIPPMAN**  
**TO DISMISS THE COMPLAINT**

Defendants Franklin/Templeton Distributors and William J. Lippman move to dismiss the Complaint pursuant to Federal Rules of Civil Procedure 12(b)(6) and 23.1, and 12(b)(2). In support of their motion, they rely on the accompanying Memorandum of Law and, as to Rule 12(b)(2), the Affidavit of William J. Lippman, as well as the Memorandum of Law in Support of Defendants Frank T. Crohn, Burton J. Greenwald, Charles Rubens II and Leonard Rubin.

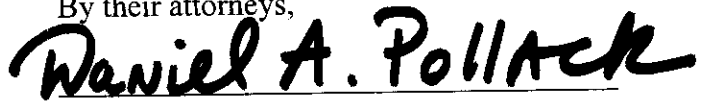
**REQUEST FOR ORAL ARGUMENT**

In accordance with Rule 7.1(d) of the Local Rules of this Court, Defendants Franklin/Templeton Distributors, Inc. and William J. Lippman request oral argument at a date and time to be set by this Court.

Respectfully submitted,

Franklin/Templeton Distributors, Inc.  
and William J. Lippman

By their attorneys,

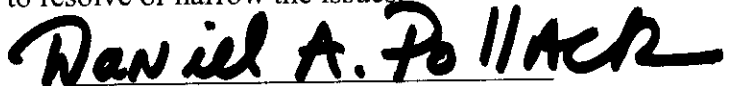


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Edward T. McDermott  
Anthony Zaccaria  
Pollack & Kaminsky  
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New York, NY 10036  
Tel. (212) 575-4700

Dated: August 27, 2004

**LOCAL RULE 7.1(A)(2) CERTIFICATION**

I, Daniel A. Pollack, hereby certify that I conferred by telephone with Edward F. Haber, counsel for plaintiffs, in a good faith effort to resolve or narrow the issues presented in this motion prior to filing, and that we were unable to resolve or narrow the issues.



Daniel A. Pollack

**CERTIFICATE OF SERVICE**

I, Stuart M. Glass, hereby certify that on August 27, 2004, a true and accurate copy of the foregoing Motion to Dismiss, Memorandum of Law in Support of Motion and Affidavit of William Lippman was served to:

Edward F. Haber, Esq.  
Shapiro Haber & Urmey  
Exchange St.  
53 State St.  
Boston, MA 02109

(By Hand)

Robert Schubert, Esq.  
Schubert & Reed LLP  
Two Embarcadero Center  
Suite 1600  
San Francisco, CA 94111

(By Federal Express)

Stuart M. Glass